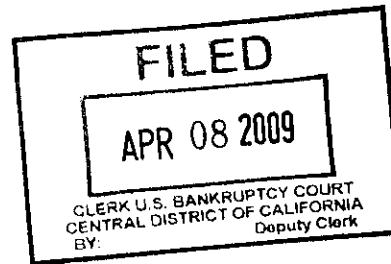


ORIGINAL

Thomas W. Dressler (SBN 140073)
Dennis McPhillips (SBN 113452)
THE DRESSLER LAW GROUP LLP
707 Wilshire Blvd., Suite 3700
Suite 3700
Los Angeles, CA 90071
Tel: 213/439-4200
Fax: 213/439-1440



Attorneys for Linda Chu, Chapter 7 Trustee
for POWERCOM ENERGY AND
COMMUNICATIONS ACCESS, INC.

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA, LOS ANGELES DIVISION

In re
POWERCOM ENERGY AND
COMMUNICATIONS ACCESS,
INC.

Debtor,

) CASE NO.: LA02-29177-EC
)
) Chapter 7
)
) NOTICE OF OBJECTIONS AND
OBJECTIONS TO CLAIMS OF:
)
) 1. Claim No. 87 of Abbas Daryabeigi
) 2. Claim No. 90 of Mr. Art Kohli
) 3. Claim No. 91 of Mr. Albert Vargo
) 4. Claim No. 95 of Ronald Parmenter
) 5. Claim No. 98 of Mr. & Mrs. Ronald
Rice
) 6. Claim No. 101 of Vafa A. Khoshbin
) 7. Claim No. 104 of Harold Dee Andrews
) 8. Claim No. 106 of Mr. Paul Cook
) 9. Claim No. 108 of Comnet Corp
) 10. Claim No. 109 of Dr. John Chiang
)
) MEMORANDUM OF POINTS AND
AUTHORITIES AND DECLARATION
OF THOMAS W. DRESSLER IN
SUPPORT THEREOF
)
) DATE: May 14, 2009
) TIME: 10:00 a.m.
) PLACE: Courtroom 1639
) Roybal Federal Building
) 255 East Temple Street
) Los Angeles, California 90012
)
)

1 **TO THE HONORABLE ELLEN CARROLL, UNITED STATES BANKRUPTCY JUDGE;**
2 **CREDITORS ON THE ABOVE LIST; THE OFFICE OF THE UNITED STATES TRUSTEE**
3 **AND OTHER INTERESTED PARTIES:**

4

5 **PLEASE TAKE NOTICE THAT** on May 14, 2009, at 10:00 a.m., or as soon thereafter as this
6 matter may be heard in Courtroom 1639 of the above-referenced court, located at 255 East Temple
7 Street, Los Angeles, California, the Court shall review the Objections of Linda J. Chu, Chapter 7 Trustee
8 (the "Trustee") of the Estate of Powercom Energy and Communications Access (the "Debtor") to the
9 Claims of the following creditors filed in this case on the following grounds:

- 10 1. Claim No. 87 of Abbas Daryabeigi as Exhibit "A" hereto, there is no evidence that the
11 claimant is entitled to priority status under 11 U.S.C. § 507. The Trustee seeks to
12 reclassify the claim as a general unsecured creditor.
- 13 2. Claim No. 90 of Mr. Art Kohli as Exhibit "B" hereto, there is no supporting
14 documentation attached to the claim that establishes competent evidence that the Debtor
15 owes this creditor money. There is no supporting documentation attached to the claim
16 that establishes competent evidence that the Debtor owes this any specific amount of
17 money. If claimant submits satisfactory competent evidence, the Trustee will seek to
18 reclassify the claim as a general unsecured claim.
- 19 3. Claim No. 91 of Mr. Albert Vargo as Exhibit "C" hereto, there is no supporting
20 documentation attached to the claim that establishes competent evidence that the Debtor
21 owes this any specific amount of money. If claimant submits satisfactory competent
22 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
- 23 4. Claim No. 95 of Ronald Parmenter as Exhibit "D" hereto, there is no supporting
24 documentation attached to the claim that establishes competent evidence that the Debtor
25 owes this any specific amount of money. If claimant submits satisfactory competent
26 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.

- 1 5. Claim No. 98 of Mr. & Mrs. Ronald Rice as Exhibit "E" hereto, there is no evidence that
2 the claimant is entitled to priority status under 11 U.S.C. § 507. The Trustee seeks to
3 reclassify the claim as a general unsecured creditor.
- 4 6. Claim No. 101 of Vafa A. Khoshibin as Exhibit "F" hereto, there is no supporting
5 documentation attached to the claim that establishes competent evidence that the Debtor
6 owes this creditor money. There is no supporting documentation attached to the claim
7 that establishes competent evidence that the Debtor owes this any specific amount of
8 money. If claimant submits satisfactory competent evidence, the Trustee will seek to
9 reclassify the claim as a general unsecured claim.
- 10 7. Claim No. 104 of Harold Dee Andrews as Exhibit "G" hereto, there is no evidence that
11 the claimant is entitled to priority status under 11 U.S.C. § 507. There is no supporting
12 documentation attached to the claim that establishes competent evidence that the Debtor
13 owes this any specific amount of money. If claimant submits satisfactory competent
14 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
- 15 8. Claim No. 106 of Mr. Paul Cook as Exhibit "H" hereto, there is no evidence that the
16 claimant is entitled to priority status under 11 U.S.C. § 507. There is no supporting
17 documentation attached to the claim that establishes competent evidence that the Debtor
18 owes this creditor money. There is no supporting documentation attached to the claim
19 that establishes competent evidence that the Debtor owes this any specific amount of
20 money. If claimant submits satisfactory competent evidence, the Trustee will seek to
21 reclassify the claim as a general unsecured claim.
- 22 9. Claim No. 108 of Comnet Corp as Exhibit "I" hereto, there is no supporting
23 documentation attached to the claim that establishes competent evidence that the Debtor
24 owes this any specific amount of money. If claimant submits satisfactory competent
25 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
- 26 10. Claim No. 109 of Dr. John Chiang as exhibit "J" hereto, . There is no supporting
27 documentation attached to the claim that establishes competent evidence that the Debtor

1 owes this any specific amount of money. If claimant submits satisfactory competent
2 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.

3 The Objection is based upon this Notice, the attached Objection to Claims, Memorandum of
4 Points and Authorities and Declaration of Thomas W. Dressler in support thereof, all pleadings and
5 records on file in this case and on such other and further evidence and argument as the court may
6 consider at the hearing on this objection.

7 **PLEASE TAKE FURTHER NOTICE** that Rule 9013-1(a)(7) of the Local Bankruptcy Rules
8 for the United States Bankruptcy Court for the Central District of California requires that a formal
9 written response to this Objection be filed and served upon the undersigned not later than fourteen (14)
10 days prior to the hearing on the Objection.

11 **PLEASE TAKE FURTHER NOTICE** that pursuant to Local Rule 9013-1(a)(11), failure of
12 any party to so file and serve such written opposition may be deemed to be consent to the sustaining of
13 the Objection.

14
15 Dated: 4/7, 2009
16

17 THE DRESSLER LAW GROUP, LLP

18 
19 Dennis McPhillips
20 Attorneys for Linda Chu, Chapter 7 Trustee
21 of POWERCOM ENERGY AND
 COMMUNICATIONS ACCESS, INC.

OBJECTION TO CLAIMS

Linda J. Chu, Chapter 7 Trustee (the "Trustee") of the Estate of Powercom Energy and Communications Access, Inc. (the "Debtor") hereby objects to the following claims on the following grounds. Each of the grounds is more fully set forth in the attached Memorandum of Points and Authorities and supporting Declaration. The Trustee brings this objection pursuant to 11 U.S.C. § 502 and F. Rule Bank. Pro. 3007.

1. Claim No. 87 of Abbas Daryabeigi as Exhibit "A" hereto, there is no evidence that the claimant is entitled to priority status under 11 U.S.C. § 507. The Trustee seeks to reclassify the claim as a general unsecured creditor.
2. Claim No. 90 of Mr. Art Kohli as Exhibit "B" hereto, there is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this creditor money. There is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this any specific amount of money. If claimant submits satisfactory competent evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
3. Claim No. 91 of Mr. Albert Vargo as Exhibit "C" hereto, there is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this any specific amount of money. If claimant submits satisfactory competent evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
4. Claim No. 95 of Ronald Parmenter as Exhibit "D" hereto, there is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this any specific amount of money. If claimant submits satisfactory competent evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
5. Claim No. 98 of Mr. & Mrs. Ronald Rice as Exhibit "E" hereto, there is no evidence that the claimant is entitled to priority status under 11 U.S.C. § 507. The Trustee seeks to reclassify the claim as a general unsecured creditor.

- 1 6. Claim No. 101 of Vafa A. Khoshibin as Exhibit "F" hereto, there is no supporting
2 documentation attached to the claim that establishes competent evidence that the Debtor
3 owes this creditor money. There is no supporting documentation attached to the claim
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6 reclassify the claim as a general unsecured claim.
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9 documentation attached to the claim that establishes competent evidence that the Debtor
10 owes this any specific amount of money. If claimant submits satisfactory competent
11 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
- 12 8. Claim No. 106 of Mr. Paul Cook as Exhibit "H" hereto, there is no evidence that the
13 claimant is entitled to priority status under 11 U.S.C. § 507. There is no supporting
14 documentation attached to the claim that establishes competent evidence that the Debtor
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17 money. If claimant submits satisfactory competent evidence, the Trustee will seek to
18 reclassify the claim as a general unsecured claim.
- 19 9. Claim No. 108 of Comnet Corp as Exhibit "I" hereto, there is no supporting
20 documentation attached to the claim that establishes competent evidence that the Debtor
21 owes this any specific amount of money. If claimant submits satisfactory competent
22 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
- 23 10. Claim No. 109 of Dr. John Chiang as exhibit "J" hereto, . There is no supporting
24 documentation attached to the claim that establishes competent evidence that the Debtor

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1 owes this any specific amount of money. If claimant submits satisfactory competent
2 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
3
4 Dated: 4/7, 2009
5

6 THE DRESSLER LAW GROUP, LLP

7 
8 _____
9 Dennis McPhillips
10 Attorneys for Linda Chu, Chapter 7 Trustee
11 of POWERCOM ENERGY AND
12 COMMUNICATIONS ACCESS, INC.

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MEMORANDUM OF POINTS AND AUTHORITIES

IN SUPPORT OF OBJECTIONS TO CLAIMS

On July 2, 2002, the Debtor commenced this case by filing a voluntary petition seeking relief under Chapter 7 of the United States Bankruptcy Code. Linda J. Chu was appointed as Trustee shortly thereafter. On September 24, 2003, the Clerk of this Court gave due and proper notice that claims must be filed "on or before" December 23, 2003 (the "Bar Date"). A true and correct copy of the Notice of Bar Date is Exhibit "1" hereto.

The assets of the estate consisted solely of causes of action that the Trustee successfully prosecuted to substantial monetary settlement over the next several years. One of the settlements is a settlement of a forfeiture claim asserted by the United States as part of its criminal case against certain of the Debtor's insiders. Pursuant to the forfeiture settlement (as approved by this court), the United States agreed to turnover the approximately \$300,000 seized from Powercom and the Trustee agreed to separately administer that fund (the "Forfeiture Fund") so that Powercom investors who had not filed timely claims, but who filed claims prior to January 17, 2009 (the "Forfeiture Fund Bar Date") could receive a share of the Forfeiture Fund up to the distribution they would have received if they had filed a timely claim. Accordingly, those investors who filed timely claims will hold general unsecured claims while those investors who filed untimely claims, but filed before January 17, 2009 will be barred from participation in the Estate's general assets but will receive a share for the Forfeiture Fund.

Having reduced all the assets of the Estate to cash, the Trustee now seeks to dispose of disputed claims. This Objection relates to the claims of investors in the Debtor. In all cases, any allowed claims are subordinate to the claims of non-investor creditors.

///

For the reasons stated the following claims should be disallowed:

1. Claim No. 87 of Abbas Daryabeigi as Exhibit "A" hereto, there is no evidence that the claimant is entitled to priority status under 11 U.S.C. § 507. The Trustee seeks to reclassify the claim as a general unsecured creditor.
2. Claim No. 90 of Mr. Art Kohli as Exhibit "B" hereto, there is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this creditor money. There is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this any specific amount of money. If claimant submits satisfactory competent evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
3. Claim No. 91 of Mr. Albert Vargo as Exhibit "C" hereto, there is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this any specific amount of money. If claimant submits satisfactory competent evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
4. Claim No. 95 of Ronald Parmenter as Exhibit "D" hereto, there is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this any specific amount of money. If claimant submits satisfactory competent evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
5. Claim No. 98 of Mr. & Mrs. Ronald Rice as Exhibit "E" hereto, there is no evidence that the claimant is entitled to priority status under 11 U.S.C. § 507. The Trustee seeks to reclassify the claim as a general unsecured creditor.
6. Claim No. 101 of Vafa A. Khoshbin as Exhibit "F" hereto, there is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this creditor money. There is no supporting documentation attached to the claim that establishes competent evidence that the Debtor owes this any specific amount of money. If claimant submits satisfactory competent evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.

- 1 7. Claim No. 104 of Harold Dee Andrews as Exhibit "G" hereto, there is no evidence that
2 the claimant is entitled to priority status under 11 U.S.C. § 507. There is no supporting
3 documentation attached to the claim that establishes competent evidence that the Debtor
4 owes this any specific amount of money. If claimant submits satisfactory competent
5 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
- 6 8. Claim No. 106 of Mr. Paul Cook as Exhibit "H" hereto, there is no evidence that the
7 claimant is entitled to priority status under 11 U.S.C. § 507. There is no supporting
8 documentation attached to the claim that establishes competent evidence that the Debtor
9 owes this creditor money. There is no supporting documentation attached to the claim
10 that establishes competent evidence that the Debtor owes this any specific amount of
11 money. If claimant submits satisfactory competent evidence, the Trustee will seek to
12 reclassify the claim as a general unsecured claim.
- 13 9. Claim No. 108 of Comnet Corp as Exhibit "I" hereto, there is no supporting
14 documentation attached to the claim that establishes competent evidence that the Debtor
15 owes this any specific amount of money. If claimant submits satisfactory competent
16 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.
- 17 10. Claim No. 109 of Dr. John Chiang as exhibit "J" hereto, . There is no supporting
18 documentation attached to the claim that establishes competent evidence that the Debtor
19 owes this any specific amount of money. If claimant submits satisfactory competent
20 evidence, the Trustee will seek to reclassify the claim as a general unsecured claim.

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DECLARATION OF THOMAS W. DRESSLER

1 Thomas W. Dressler declares as follows:

2 1. I am a partner in the Dressler Law Group LLP (prior to November 1, 2007 known as Dressler &
3 LaViña, LLP) and have principal responsibility for the representation of Linda Chu as Trustee in the
4 above Chapter 7 Bankruptcy case. I am a member of the State Bar of California and of the bar of this
5 Court. I am over the age of 18 and otherwise competent to testify to the matters set forth herein. I make
6 this Declaration based on my own personal knowledge except where otherwise specifically stated to be
7 on information and belief.

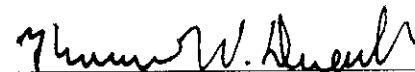
8 2. On July 2, 2002, the Debtor commenced this case by filing a voluntary petition seeking relief
9 under Chapter 7 of the United States Bankruptcy Code. Linda J. Chu was appointed as Trustee shortly
10 thereafter. On September 24, 2003, the Clerk of this Court gave due and proper notice that claims must
11 be filed "on or before" December 23, 2003 (the "Bar Date"). A true and correct copy of the Notice of
12 Bar Date is Exhibit "1" hereto.

13 3. The assets of the estate consisted solely of causes of action that the Trustee successfully
14 prosecuted to substantial monetary settlement over the next several years. One of the settlements is a
15 settlement of a forfeiture claim asserted by the United States as part of its criminal case against certain of
16 the Debtor's insiders. Pursuant to the forfeiture settlement (as approved by this court), the United States
17 agreed to turnover the approximately \$300,000 seized from Powercom and the Trustee agreed to
18 separately administer that fund (the "Forfeiture Fund") so that Powercom investors who had not filed
19 timely claims, but who filed claims prior to January 17, 2007 (the "Forfeiture Fund Bar Date") could
20 receive a share of the Forfeiture Fund up to the distribution they would have received if they had filed a
21 timely claim. Accordingly, those investors who filed timely claims will hold general unsecured claims
22 while those investors who filed untimely claims, but filed before January 17, 2007, will be barred from
23 participation in the Estate's general assets but will receive a share for the Forfeiture Fund.

24 4. Having reduced all the assets of the Estate to cash, the Trustee now seeks to dispose of disputed
25 claims numbered 254, 257 through 268 for the above stated reasons. This Objection relates to the claims
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1 of investors in the Debtor. In all cases, any allowed claims are subordinate to the claims of non-investor
2 creditors.

3 Executed under penalty of perjury pursuant to the laws of the United States and of the State of
4 California at Los Angeles, California this 7 day of April 2009.

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7 Thomas W. Dressler
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FORM B10 (Official Form 10) (Rev. 4/01)

United States Bankruptcy Court		Central District of California	PROOF OF CLAIM
Name of Debtor <i>POWERCOM Energy & Communications Access, Inc.</i>		Case Number <i>LAC02-29177-EC</i>	
<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>			
Name of Creditor (The person or other entity to whom the debtor owes money or property): <i>ABDAS DARYABEIGI</i>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: <i>ABDAS DARYABEIGI</i> <i>11470 Bionic Dr.</i> <i>L.A., CA 90066</i> Telephone number: <i>(310) 378-3210</i>		<div style="text-align: right;"> FILED <i>1200</i> CLERK U.S. BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA Deputy Clerk </div>	
Account or other number by which creditor identifies debtor:		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other <i>Investor</i>		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your SS#: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred: <i>5 - 3 - 01</i>		3. If court judgment, date obtained: <i>10-10-2007</i>	
4. Total Amount of Claim at Time Case Filed: \$ <i>100,000.00</i> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		6. Unsecured Priority Claim. <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650),* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____. <small>*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>	
7. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		This Space Is for Court Use Only	
Date <i>10 - 27-01</i>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <i>ABDAS DARYABEIGI</i>		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571			

FEBRUARY 3, 1998

INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA

NUMBER
709

709

20.000

SHARES

POWERCOM ENERGY AND COMMUNICATIONS ACCESS, INC.

AUTHORIZED: 200,000,000 SHARES COMMON STOCK

ABDASS MARYABEIG

This Certifies that

TWENTY THOUSAND

shares of Capital Stock of the above-named Corporation transferable only on the books of the Corporation by the holder hereof

on payment by the holder of sum in consideration of his signature hereto endorsed.

In witness whereof, the said Corporation has caused this Certificate to be issued by its duly authorized

officer and it is hereby certified to be genuine and true in all respects.

CHARLES HALEY
SECRETARY

CHARLES HALEY

PRESIDENT

May 20, 2001

Charles Haley

d. I either have the requisite knowledge or have relied upon the advice of my own counsel, accountants, business advisors, or, Purchaser Representative as to all considerations involved in making an investment in the Shares.

e. I will notify PowerCom immediately of any material change in any statement made herein occurring prior to the Company's acceptance of my Subscription.

f. I authorize PowerCom and irrevocably appoint the CEO or his assignee with specific authority to marshal any ballots and sign documents pursuant to an exchange of unit interests for equity interests in a public corporation. I authorize the Company to dissolve the Company and convert the Shares and my ownership into equity interests in a public corporation by merger or by acquisition of the Company's assets by the corporation.

Agreed to by:



Prospective Purchaser Signature #1

Dated: 5-3-01

Prospective Purchaser Signature #2

Dated: _____

SUBSCRIPTION ACCEPTED AS OF THIS DATE: _____

MAY 18 2001



By PowerCom Energy & Communications Access, Inc.

This document must be signed and returned to the Company at the following address:

PowerCom Energy & Communications Access, Inc.
1055 West 7th Street, Suite 100
Los Angeles, California 90017-2577
(213) 622-9226

SIGNATURE PAGE FOR INDIVIDUAL INVESTORS

Investor #1 information

ABDAS DABABIGI
PRINT OR TYPE NAME

017-59-2975
SOCIAL SECURITY NUMBER

Residence Address:

11470 Pina Dr.
L.A. CA
90066

Mailing Address (if different)

Same

E-mail address: _____

Phone: Home (310) 398-3210

Business: () same

Date: 5-3-01

Signature:

Abbas Dababig

Executed At:

L.A. CA
City/State

Investor #2 information (second investor)

PRINT OR TYPE NAME

SOCIAL SECURITY NUMBER

Residence Address:

Mailing Address (if different)

Phone: Home () _____

Business: () _____

Date: () _____

Signature:

Executed At:

City/State

ACCEPTANCE
(Please leave blank for company)

The foregoing Subscription Agreement for 20,000 Shares is accepted subject to the conditions contained in this Private Placement Memorandum thereof, this 18th day of May 2001.

By:

Charles Haley

PowerCom Energy & Communications Access, Inc.



May 18, 2001

Abbas Daryabeigi
11470 Biona Dr.
Los Angeles, CA 90066
Tel: 310.398.3210

Dear Mr. Daryabeigi:

We would like to inform you that your paperwork and funds for the investment in PowerCom Energy & Communications Access, Inc. have been received at our office. Enclosed please find your original stock certificate along with your copy of the signature page of the Subscription Agreement and Purchaser Questionnaire.

The company is currently in its start up phase and we encourage you to stay informed of our proceedings by contacting our office or browsing our website at www.powercomenergy.com.

We suggest that you keep us informed of any address or telephone number changes in the near future by contacting our office at 1-888-44ENERGY (443-6374) or by fax at 213-622-9332 or by email at invest@powercomenergy.com.

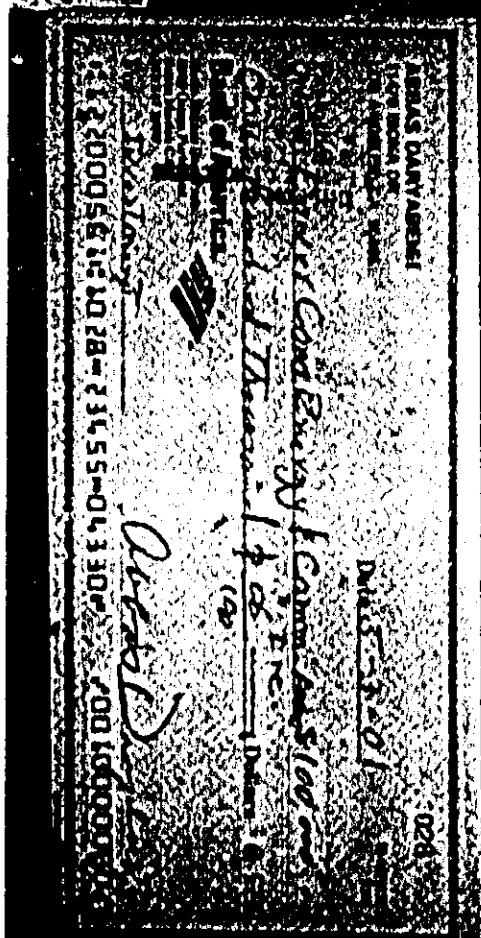
We thank you for your contribution as an investor in the company.

Respectfully,

A handwritten signature in black ink that reads "Charles Haley". The signature is fluid and cursive, with "Charles" on top and "Haley" below it, slightly overlapping.

Charles Haley
President & CEO

Encl



only that you check a box, print and sign your name, and return that page to this office so that we can properly process your claim.

Documentation in Support

We realize that some investors were not alerted to the claims process by the criminal investigation until shortly before the time to make such claims expired and there may not have been enough time to locate the supporting documents which section 8 of the claim form requests. In review of your claim we find that supporting documents would assist you in stating your claim.

Amount of Stock

We request that you please forward to this office copies of documents which reflect your ownership of stock in Powercom Energy and Communications Access, Inc. The most common and the preferred document would be the shares certificate issued to you. However if you do not have that please forward another document which you believe shows your ownership of stock in Powercom Energy and Communications Access Inc.

Price Paid for Stock

Upon the claims submitted we have determined that the stock of Powercom Energy and Communications Access, Inc. was sold to investors at various prices. Please forward to this office evidence of the price you paid for the stock you were sold. The preferred supporting document would be a cancelled check or the complete and executed subscription agreement including the acceptance page signed by Charles Haley and reflecting the price you paid per share. If you do not have these documents please forward such other documents as you believe reflect completed payment for the stock. If the stock was purchased through your IRA and you have no other document stating the sum paid please forward the IRA statement showing the withdrawal or disbursement made to purchase the stock.

Priority

Please explain on what basis you believe that your claim is a priority claim as indicated by the box you have checked on your claim form.

Secured

Please explain on what basis you believe that your claim is secured as indicated by the box you have checked on your claim form.

This information will greatly assist us in processing your claim.

Thank you for your courtesy and cooperation.

Very truly yours,

Dennis McPhillips

The Dressler Law Group, LLP
707 Wilshire Blvd., Suite 3700
Los Angeles, California 90017

Dennis McPhillips
Telephone: 213-439-4200
Facsimile: 213-439-1440

DATE

ADDRESS

61

**Re: Creditor's Claim, *In Re: Powercom Energy*
*Access Incorporated, Case No. LA02-29177***

Dear _____:

This office, on behalf of Ms. Linda Chu, Trustee for Powercom Energy and Communications Access Inc., the petitioning Debtor in the matter known as In Re: Powercom Energy and Communications Access, Inc., U.S.B.C. Case No. LA02-29177-EC, has reviewed the proof of claim you have submitted to the bankruptcy court and this letter is written to request clarification on a few points. Please note that we represent only the Trustee. While we are not aware of any interest adverse to you, we are not your lawyers and you should not rely on us for legal advice. You may want to seek advice from your own counsel in connection with the response to this Letter. The Powercom Estate will attempt to make some payment on the claims submitted, however the Trustee cannot predict what percentage of recovery will be made available until the claims process has been completed.

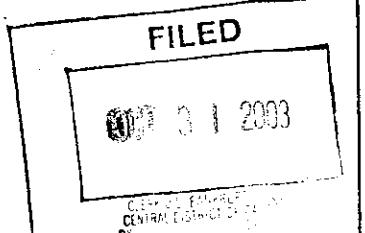
It is our understanding that you were introduced to the creditor's claims process by personnel of the Federal Bureau of Investigation during their investigation of allegations that Charles Haley and others were guilty of fraud in the offer or sale of stock in Powercom Energy and Communications Access, Inc. As you may be aware that investigation did culminate in the institution of a criminal proceeding against Charles Haley which did include the charge of fraud in the sale of stock in Powercom Energy and Communications Access Inc. You may also be aware that Mr. Haley died prior to the completion of criminal trial.

The proof of claim form given you did not contain a box to be checked which specifies that the claim is made for the "fraudulent sale of stock" or that the claim is made by a "defrauded investor". We have reviewed the proofs of claims and we believe that some have been filed by defrauded investors. However they have variously been identified as "money loaned", "investment" and even "wage" or "retirement benefit". We believe that these creditor's claims are made by defrauded investors as they generally attach stock certificates and often state that the claimants received no notices of the bankruptcy.

Based on other claims and our general understanding of this case, we suspect you are claiming rescission of the stock sale (rescission means return of your money) because of fraud in the offer or sale of the Powercom stock and request your confirmation of that.

For clarity, I request that you respond in writing and inform this office of whether your creditor's claim is being made based on investment in stock of Powercom Energy and Communications Access, Inc. due to fraudulent representations made to you as to the value of that stock or the condition of that corporation. I attach a page which requires

FORM B10 (Official Form 10) (7-01)

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA		PRICES OF BUREAU
Name of Debtor POWERCOM ENERGY AND COMMUNICATIONS	Case Number LA 02-29177-EC	
Credit id: 348		
<p><small>ATTACHMENT TO THIS FORM SPECIFY THE DEBTOR'S NAME AND ADDRESS AS OF THE DATE OF FILING OF THIS PETITION. A "PROOF OF CLAIM" FOR PAYMENT OF AN ADMINISTRATIVE EXPENSE MAY BE FILED PURSUANT TO 11 U.S.C. § 503.</small></p> <p>Name of Creditor (The person or other entity to whom the debtor owes money or property): KOHLI, MR. ART</p> <p>Name and Address where notices should be sent: KOHLI, MR. ART 10951 SHELBY FRYBURG RD. WAPAKONETA, OH 45895</p> <p>Telephone Number: 419 227-3851</p> <p>Account or other number by which creditor identifies debtor: FCA 14084 KHLI JR</p>		
<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		*02-29177-EC*
		348
THIS SPACE IS FOR COURT USE ONLY		
<p>1. Basis for Claim</p> <ul style="list-style-type: none"> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other Investment <p>2. Date debt was incurred: JUNE 2000 - JULY 2000</p> <p>3. If court judgment, date obtained: \$ 19,130.00</p> <p>4. Total Amount of Claim at Time Case Filed: If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.</p> <p><input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.</p>		
<p>5. Secured Claim.</p> <p><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).</p> <p>Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____</p> <p>Value of Collateral: \$ _____</p> <p>Amount of arrearage and other charges <u>at time case filed</u> included in secured claim, if any: \$ _____</p>		
<p>6. Unsecured Priority Claim.</p> <p><input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____</p> <p>Specify the priority of the claim:</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Up to \$ 2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).</p> <p><input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(__).</p>		
<p><small>*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small></p> <p>7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.</p> <p>8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.</p> <p>9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.</p>		
Date 10/28/03	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <i>Burl Arthur Kohli Jr. (BURL ARTHUR KOHLI, JR.)</i>	THIS SPACE IS FOR COURT USE ONLY  31 3 1 2003 CLERK OF BANKRUPTCY CENTRAL DISTRICT OF CALIFORNIA BY
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

348
90

Oct 28, 2003

United States Bankruptcy Court
Case Number LA 02-29177-EC
Credit ID 348

To Whom It May Concern:

This money came from my retirement fund in the amount of \$19,000.00. It was to be reinvested in Powercom Energy and Communication.
The \$130.00 was for the fee. Check # 14123 dated 8/16/00.

Mr. Art Kohli (FOB: Burl Arthur Kohli Jr.)
10951 Shelby Fryburg Rd
Wapakoneta, Oh 45895
Telephone # 419-227-3809

Yes I am making a claim against the bankruptcy estate of Powercom Energy and Communications Access, Inc. as a defrauded investor and I am seeking to rescind that or those purchases of stock. (I am seeking return of my money).

Dated: 11-9, 2007.

ART Kohli
Print Name

Art Kohli
Signature

The Dressler Law Group, LLP
707 Wilshire Blvd., Suite 3700
Los Angeles, California 90017

Dennis McPhillips
Telephone: 213-439-4200
Facsimile: 213-439-1440

DATE

ADDRESS

90

**Re: Creditor's Claim, *In Re: Powercom Energy*
*Access Incorporated, Case No. LA02-29177***

Dear _____:

This office, on behalf of Ms. Linda Chu, Trustee for Powercom Energy and Communications Access Inc., the petitioning Debtor in the matter known as In Re: Powercom Energy and Communications Access, Inc., U.S.B.C. Case No. LA02-29177-EC, has reviewed the proof of claim you have submitted to the bankruptcy court and this letter is written to request clarification on a few points. Please note that we represent only the Trustee. While we are not aware of any interest adverse to you, we are not your lawyers and you should not rely on us for legal advice. You may want to seek advice from your own counsel in connection with the response to this Letter. The Powercom Estate will attempt to make some payment on the claims submitted, however the Trustee cannot predict what percentage of recovery will be made available until the claims process has been completed.

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The proof of claim form given you did not contain a box to be checked which specifies that the claim is made for the "fraudulent sale of stock" or that the claim is made by a "defrauded investor". We have reviewed the proofs of claims and we believe that some have been filed by defrauded investors. However they have variously been identified as "money loaned", "investment" and even "wage" or "retirement benefit". We believe that these creditor's claims are made by defrauded investors as they generally attach stock certificates and often state that the claimants received no notices of the bankruptcy.

Based on other claims and our general understanding of this case, we suspect you are claiming rescission of the stock sale (rescission means return of your money) because of fraud in the offer or sale of the Powercom stock and request your confirmation of that.

For clarity, I request that you respond in writing and inform this office of whether your creditor's claim is being made based on investment in stock of Powercom Energy and Communications Access, Inc. due to fraudulent representations made to you as to the value of that stock or the condition of that corporation. I attach a page which requires

only that you check a box, print and sign your name, and return that page to this office so that we can properly process your claim.

Documentation in Support

We realize that some investors were not alerted to the claims process by the criminal investigation until shortly before the time to make such claims expired and there may not have been enough time to locate the supporting documents which section 8 of the claim form requests. In review of your claim we find that supporting documents would assist you in stating your claim.

Amount of Stock

We request that you please forward to this office copies of documents which reflect your ownership of stock in Powercom Energy and Communications Access, Inc. The most common and the preferred document would be the shares certificate issued to you. However if you do not have that please forward another document which you believe shows your ownership of stock in Powercom Energy and Communications Access Inc.

Price Paid for Stock

Upon the claims submitted we have determined that the stock of Powercom Energy and Communications Access, Inc. was sold to investors at various prices. Please forward to this office evidence of the price you paid for the stock you were sold. The preferred supporting document would be a cancelled check or the complete and executed subscription agreement including the acceptance page signed by Charles Haley and reflecting the price you paid per share. If you do not have these documents please forward such other documents as you believe reflect completed payment for the stock. If the stock was purchased through your IRA and you have no other document stating the sum paid please forward the IRA statement showing the withdrawal or disbursement made to purchase the stock.

Priority

Please explain on what basis you believe that your claim is a priority claim as indicated by the box you have checked on your claim form.

Secured

Please explain on what basis you believe that your claim is secured as indicated by the box you have checked on your claim form.

This information will greatly assist us in processing your claim.

Thank you for your courtesy and cooperation.

Very truly yours,

Dennis McPhillips

FORM B10 (Official Form 10)(4/01)

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

PROOF OF CLAIM

Name of Debtor
POWERCOM ENERGY AND COMMUNICATIONSCase Number
LA 02-29177-EC

Credit id: 641



02-29177-EC



641

THIS SPACE IS FOR COURT USE ONLY

NOTE: The debtor should not file a proof of claim if the case has been converted or dismissed under section 352(b) of the Bankruptcy Code. Requests for payment of administrative expenses may be made pursuant to Title 11 U.S.C. 4003.

Name of Creditor (The person or other entity to whom the debtor owes money or property):

VARGO, MR. ALBERT

Name and Address where notices should be sent:

VARGO, MR. ALBERT
7913 FOREST VIEW DR.
AUSTIN, TX 78737

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if the address differs from the address on the envelope sent to you by the court.

Telephone Number:

Account or other number by which creditor identifies debtor:

Check here if replaces
this claim amends a previously filed claim, dated _____

1. Basis for Claim

- Goods sold
 Services performed
 Money loaned
 Personal injury/wrongful death
 Taxes
 Other SECURITIES PURCHASED

- Retiree benefits as defined in 11 U.S.C. §1114(a)
 Wages, salaries, and compensation (fill out below)

Your SS #: _____
Unpaid compensation for services performed
from _____ to _____
(date) (date)

2. Date debt was incurred:

5 FEB, 2001

3. If court judgment, date obtained:

\$25,000.00

4. Total Amount of Claim at Time Case Filed:

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.
 Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Secured Claim.

- Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

- Real Estate Motor Vehicle
 Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

6. Unsecured Priority Claim.

- Check this box if you have an unsecured priority claim
Amount entitled to priority \$ _____
Specify the priority of the claim:
 Wages, salaries, or commissions (up to \$4,650)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).
 Up to \$ 2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).
 Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).
 Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
 Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).

*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

Date 10/6/03 Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

Albert Vargo, Jr.

FILED

Placer

641/91

Penalty for presenting fraudulent claim: Fine of up to \$50,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

SIGNATURE PAGE FOR INDIVIDUAL INVESTORS

Investor #1 information

ALBERT VARGO, JR
PRINT OR TYPE NAME

192-18-7978

SOCIAL SECURITY NUMBER

Residence Address:

7913 FOREST VIEW DR.
AUSTIN, TX 78737

Mailing Address (if different)

E-mail address: AAVARGO@JUNO.COM

Phone: Home (512) 894-4035

Business: () _____

Date: 22 JAN. 2001

Signature:

Albert Vargo Jr.

Executed At:

AUSTIN, TEXAS

City/State

Investor #2 information (second investor)

PRINT OR TYPE NAME

SOCIAL SECURITY NUMBER

Residence Address:

Mailing Address (if different)

Phone: Home () _____

Business: () _____

Date: () _____

Signature:

Executed At:

ACCEPTANCE

(Please leave blank for company)

The foregoing Subscription Agreement for 5000 Shares is accepted subject to the conditions

contained in this Private Placement Memorandum thereof, this 5th day of February, 2001.

By:

Charles Helce

PowerCom Energy & Communications Access, Inc.

d. I either have the requisite knowledge or have relied upon the advice of my own counsel, accountants, business advisors, or, Purchaser Representative as to all considerations involved in making an investment in the Shares.

e. I will notify PowerCom immediately of any material change in any statement made herein occurring prior to the Company's acceptance of my Subscription.

f. I authorize PowerCom and irrevocably appoint the CEO or his assignee with specific authority to marshal any ballots and sign documents pursuant to an exchange of unit interests for equity interests in a public corporation. I authorize the Company to dissolve the Company and convert the Shares and my ownership into equity interests in a public corporation by merger or by acquisition of the Company's assets by the corporation.

Agreed to by:

Albert J. Sargent
Prospective Purchaser Signature #1

Dated: 1/22/2001

Prospective Purchaser Signature #2

Dated: _____

SUBSCRIPTION ACCEPTED AS OF THIS DATE:

FEB 05 2001

Charles H. Kelly

By PowerCom Energy & Communications Access, Inc.

This document must be signed and returned to the Company at the following address:

PowerCom Energy & Communications Access, Inc.
1055 West 7th Street, Suite 100
Los Angeles, California 90017-2577
(213) 622-9226

FEBRUARY 3, 1998

INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA

NUMBER

649

SHARES

5000

POWERCOM ENERGY AND COMMUNICATIONS ACCESS, INC.

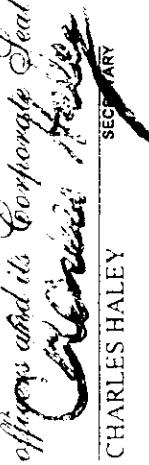
AUTHORIZED: 200,000,000 SHARES COMMON STOCK

This Certifies that

ALBERT VARGO, JR.

is the
registered holder of
FIVE THOUSAND
shares of
the above named Corporation transferable only on the books of the Corporation by the holder hereof
in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized
officers and its Corporate Seal to be affixed this 5th day of February 2001


CHARLES HALEY
SECRETARY


CHARLES HALEY
PRESIDENT

The Dressler Law Group, LLP
707 Wilshire Blvd., Suite 3700
Los Angeles, California 90017

Dennis McPhillips
Telephone: 213-439-4200
Facsimile: 213-439-1440

DATE *9/1*

ADDRESS

Re: Creditor's Claim, *In Re: Powercom Energy Access Incorporated, Case No. LA02-29177*

Dear _____:

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Please explain on what basis you believe that your claim is a priority claim as indicated by the box you have checked on your claim form.

Secured

Please explain on what basis you believe that your claim is secured as indicated by the box you have checked on your claim form.

This information will greatly assist us in processing your claim.

Thank you for your courtesy and cooperation.

Very truly yours,

Dennis McPhillips

FORM B10 (Official Form 10)(4/01)

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

PROOF OF CLAIM

Name of Debtor POWERCOM ENERGY AND COMMUNICAT	Case Number LA 02-29177-EC
	Credit id: 467

NOTE: This form should not be filed until after the first meeting of creditors is held after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (The person or other entity to whom the debtor owes money or property):
PARMENTER, MR. RONALD
Name and Address where notices should be sent:
PARMENTER, MR. RONALD
4455 RTE. 224
MONTOUR FALLS, NY 14865

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if the address differs from the address on the envelope sent to you by the court.



02-29177-EC



467

THIS SPACE IS FOR COURT USE ONLY

Telephone Number:

Account or other number by which creditor identifies debtor:

Check here if replaces
this claim amends a previously filed claim, dated _____

1. Basis for Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other 10000 shares of stock x 3 = \$30,000

- Retiree benefits as defined in 11 U.S.C. §1114(a)
- Wages, salaries, and compensation (fill out below)

Your SS #: _____
Unpaid compensation for services performed
from _____ to _____
(date) (date)

2. Date debt was incurred:

September 13 2000

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed:

\$ _____

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Secured Claim.

Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

- Real Estate
- Motor Vehicle
- Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

6. Unsecured Priority Claim.

Check this box if you have an unsecured priority claim
Amount entitled to priority \$ _____

- Specify the priority of the claim:
- Wages, salaries, or commissions (up to \$4,650)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).
 - Contributions to an employee benefit plan - 11 U.S.C. §507(a)(4).
 - Up to \$ 2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).
 - Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).
 - Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
 - Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(__).

*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

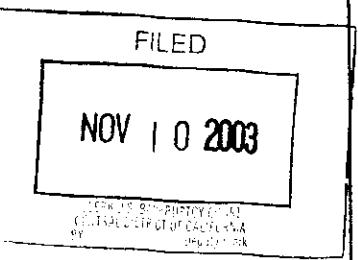
9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

Date _____ Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

Oct 23 2003 *Ronald Parmenter*

Ronald Parmenter



Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

467 / 95

SIGNATURE PAGE FOR INDIVIDUAL INVESTORS

Investor #1 information

Ronald L. PARMENTER
PRINT OR TYPE NAME

207-36-0153
SOCIAL SECURITY NUMBER

Residence Address:

4455 RT 224
MONTOUR FALLS, N.Y.
14865

Mailing Address (if different)

Phone: Home 607-594-2141

Business: (607-594-7106)

Date: 9-11-2000

Signature:



Executed At:

MONTOUR FALLS, N.Y.

City/State

Investor #2 information (second investor)

PRINT OR TYPE NAME

SOCIAL SECURITY NUMBER

Residence Address:

Mailing Address (if different)

Phone: Home () _____

Business: () _____

Date: () _____

Signature:

Executed At:

ACCEPTANCE
(Please leave blank for company)

The foregoing Subscription Agreement for 10,000 Shares is accepted subject to the conditions contained in this Private Placement Memorandum thereof, this 13th day of September, 2000.

By:



PowerCom Energy & Communications Access, Inc.

Exhibit "A"

SUBSCRIPTION AGREEMENT

PowerCom Energy & Communications Access, Inc.

1055 West 7th Street, Suite 100

Los Angeles, California 90017-2577

(213) 622-9226

1. Subscription

The undersigned hereby applies to become a subscriber to shares in PowerCom, (the "Company"), and to purchase the number of Shares of capital indicated below in accordance with the terms of this agreement and the confidential OFFERING MEMORANDUM (the "memorandum") dated April 10, 2000, relating to the Shares.

If this agreement is being completed on behalf of a corporation, trust, or estate, it should be completed and executed by an authorized corporate officer, trustee or executor, respectively.

2. Representations and Warranties

The undersigned represents and warrants to the Company, as follows:

a. The undersigned has received the Memorandum including the brochure regarding PowerCom, has carefully reviewed it and has relied upon the information contained therein and upon other materials provided to him by the Company.

The undersigned understands that all documents required to be made available to the undersigned pursuant to Rule 502(b)(2) of the rules promulgated under the Securities Act of 1933, as amended, (the "Securities Act"), and all records and books pertaining to this investment have been made available for inspection by its attorney and/or accountant, and him or her, and that the books and records of the Company will be made available upon reasonable notice for inspection by investors during reasonable business hours at its principal place of business. The undersigned and/or its advisors have had a reasonable opportunity to ask questions of and receive answers from the Company concerning the offering of Shares, and all such questions have been answered to the full satisfaction of the undersigned. No oral representations have been made or oral information furnished to the undersigned or its advisors in connection with the offering of the Shares, which were in any way inconsistent with the Memorandum or the brochure.

The undersigned confirms that he or she has received no other offering material except that described in paragraph 2(a) hereof. The undersigned recognizes that PowerCom is responsible for and provided the information in the Memorandum.

All other information is provided and is the responsibility of the Company:

b. The undersigned has the net worth and income indicated in the accompanying Questionnaire and is an "accredited investor" as is indicated on the accompanying Questionnaire.

c. If the undersigned is an individual, he or she is a citizen of the United States of America, at least 21 years of age and a bona fide resident and domiciliary of the state indicated on the signature page of this Agreement, and has no present intention of becoming a resident of any other state or jurisdiction.

If the undersigned is a partnership, corporation, trust or other entity, it is organized under the laws of the United States of America or one of the states thereof and it is authorized and otherwise duly qualified to execute this agreement; further, if the undersigned is a partnership, trust or other non-corporate entity, all of its members or beneficiaries are citizens of the United States of America.

d. All information which the undersigned has provided to the Company concerning himself, its financial position and its knowledge of financial and business matters, or, in the case of a corporation, partnership or other entity, the knowledge of financial and business matters of the person making the investment decision on behalf of such entity, is correct and complete as of the date set forth on the signature page hereof, and if there should be any material